FilmL.A., Inc.
1201 W. 5th Street, Suite T-800
Los Angeles, CA 90017
t: (213)977-8600 - f: (213)977-8601
www.filmla.com

Summary Information

Permit No: F00032379 **Type of Permit:** FILMING **Release Date:** 10/08/2010

Production Company VISION ENTERTAINMENT

Insured Company Name VISION ENTERTAINMENT
Contact Phone No. 1 416-922-9900
Contact Phone No. 2
Fax
Address 490 ADELAIDE ST WEST
TORONTO, ONTARIO M5V1T2

Production Title YOU ARE

Type of Production Music Video

Producer Paul Bock

Director Juwan Lee

1st AD N/A N/A

Production Manager Geoff Clark

FilmL.A. Coordinator Naomi Kajiyama

Location Manager Paul Bock
Primary Phone Mobile - 310-365-3264
Secondary Phone Office - 516-922-9900

Location Assistant N/A N/A
Primary Phone Office - 000-000-0000
Secondary Phone

Fees

Posting 600	$138.00
Notification Charge	$155.00
FILMLA FILM APPLICATION FEE	$625.00
LA CITY FIRE DEPARTMENT SPOT CHECK SURCHARGE	$85.00

Total Permit Fee $1,003.00

Number of Locations 2

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Production Company VISION ENTERTAINMENT
Insured Company VISION ENTERTAINMENT
Production Title YOU ARE

Location Manager Paul Bock
Primary Phone Mobile - 310-365-3264
Secondary Phone Office - 516-922-9900

Location Address 408 S Hill St, Los Angeles, CA, 90013

Location Type Parking Lot

Film Dates 10/10/2010 - 10/10/2010 07:00 - 22:00

Open or Closed to the Public Open

Generic Conditions
Must comply with attached conditions
Must Maintain 5' Clearance on Sidewalks/Walkways
No Cast and Crew parking on areas streets.
No interference with merchant activity
No interference with vehicular or pedestrian traffic
Number of uniformed officers listed on the permit is a minimum requirement. Permittee remains responsible for deploying a sufficient number of uniformed officers to provide traffic and crowd control to ensure the safety of the film crew and the public.

Please see attached documents
Vision.YouAre.32379.AL.pdf
Downtown Filming Guildelines 2010.03.01.pdf

Equipment on Location

Type	Quantity
5 or 10 ton trucks	1
Cast/Crew vehicles	15
Cube Trucks	2
Motor Homes	1
Vans	2

Personnel on Location

Type	Quantity
Cast	1
Crew	19
Off-Duty/Retired LAPD Officer(s)	1
Spot Check	1

Filming Activities Camera in car; Equipment on property; Equipment on sidewalk, in curb lane & across street; Exterior Dialogue; Exterior establishing shots; Exterior models against scenery; Exterior MOS; Exterior Performance and Playback; Drive ups & away, drive-by with the flow of traffic;

Jurisdiction **Political:** Los Angeles City - Council District 09 **Police:** Los Angeles Police Department **Fire:** Los Angeles City

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Approvals LOS ANGELES POLICE DEPARTMENT Mark Buck

Coordinator Note
Playback must be kept at moderate levels so as not to disturb nearby residents; Noise concerns must be addressed by noise reduction and/or discontinuance of offending behavior
No interference with Civlavia events

Parking
Base Camp
Location Type : Location

Crew Parking
Location Type : Location

Posting "No Parking" signs
W/S S Hill St., 4th St - North 150'
E/S S Olive St., 4th St - North 200'

Approximate Footage 301 - 600 **Log Number** 5033

Date(s) 10/10/2010 to 10/10/2010 **Time(s)** 07:00 to 22:00

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Insured Company VISION ENTERTAINMENT
Production Title YOU ARE

Location Manager Paul Bock
Primary Phone Mobile - 310-365-3264
Secondary Phone Office - 516-922-9900

Location Address 10 Frwy, 110 Frwy, 101 Frwy, Alameda Inclusive (Excluding Freeways), Los Angeles, CA, 90071

Location Name DOWNTOWN GRID

Location Type Driving grid

Location Description Downtown Grid

Film Dates 10/10/2010 - 10/10/2010 07:00 - 22:00

Open or Closed to the Public Open

Generic Conditions
All Vehicles must be parked legally.
Equipment vehicles may park on one side of street
Must comply with attached conditions
Must Maintain 5' Clearance on Sidewalks/Walkways
Must maintain local/emergency access
No Cast and Crew parking on areas streets.
No interference with merchant activity
No interference with vehicular or pedestrian traffic

Equipment on Location

Type	Quantity
Picture vehicles	1
Vans	2

Personnel on Location

Type	Quantity
Cast	1
Crew	12

Filming Activities Camera in car; Car-to-Car; Driving shots with the flow of traffic; Equipment on sidewalk only.; Exterior Dialogue; Exterior establishing shots; Handheld equipment; Vignettes of talent against scenery; Drive ups & away, drive-by with the flow of traffic;

Jurisdiction **Political:** Multiple Jurisdictions **Police:** Los Angeles Police Department **Fire:** Los Angeles City

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Location Notes Must Comply with Attached Downtown Conditions

Approvals LOS ANGELES POLICE DEPARTMENT Mark Buck

Coordinator Note
No stopping/setting up/parking in front of merchants without prior approval
May not interfere with other production companies or special events
No interference with Civlavia events
No blocking of exits/entrances/driveways
No cabling or light setups
Must obtain separate permits for use of any Los Angeles County or Los Angeles City facilities

Parking

Base Camp
Location Type : Private Parking Lot
Street : 408 S Hill St

Crew Parking
Location Type : Private Parking Lot
Street : 408 S Hill St

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APPOINTMENT OF FILM THIS PRODUCTION SERVICES, INC. AS AUTHORIZED AGENT AND REPRESENTATIVE

I certify that I am a representative of Vision Entertainment ("Principal") and am
Name of "Principal" / Production Company
authorized to enter into binding contractual agreements on Principal's behalf. I further certify that I am authorized by principal to appoint other representatives and agents for Principal and to give such representatives and agents authority to enter into and bind Principal to agreements relating to the issuance and compliance with location film (e.g. theatrical, television, commercial, and other motion picture filming) and still photographic permits, including the permits themselves and any riders to such permits. Acting on the behalf of Principal in my capacity as it's authorized representative, I appoint Film This Production Services, Inc. (a.k.a. Film This) and it's employees and agents ("Film This") as Principal's authorized representatives and agents to apply for and receive location film (e.g. theatrical, television, commercial, and other motion picture filming) and still photographic permits on behalf of Principal through the *FILMLA., INC.* for any city , county or other jurisdiction where *FILMLA., INC.* operates: to negotiate, discuss, accept, modify, agree to bind the Principal to the terms and conditions of such permits (including any restrictions and/or community guidelines applicable to any such permit) and to execute such permits on behalf of Principal. Principal understands, acknowledges and agrees that it (and/or it's insurer) remains responsible for liable and all obligations imposed by or incidental to any permit or rider issued to Principal signed by an employee or agent of (including any coordinator, runner or messenger used by) Film This. Principal further agrees to comply with the terms and conditions of any such permits and hereby appoints Film This as an authorized representative to facilitate compliance with such terms and conditions following issuance of such permits and to enter into agreements for Principal with respect thereto. Any person, City, agency, entity or organization (including *FILMLA., INC.* and any city, county or other jurisdiction where *FILMLA., INC.* operates) may rely on this appointment and not need obtain any further authorization for any act described herein. An original or faxed copy of this appointment shall be sufficient and may be treated as an original for all purposes. The appointment may be revoked by Principal at anytime in writing delivered to *FILMLA., INC.*, but in any case shall expire one (1) year from the date of execution set forth below.

I declare under penalty of perjury under the laws of the State of California that I am authorized to appoint Film This as an agent for Principal and based on that authority I hereby appoint Film This as Principal's agent as set forth herein.

Dated 10/5/10 By _____
Representative's Signature

Vision Ent.
Name of "Principal" (Production Company)

492 Adelaide St. West
Principal's Address

Geoff Clarke
Print Principal Representative's Name

Toronto, ON Canada M5V 1T2
City, State, Zip Code

UPM
Representative's Title (i.e. UPM, Loc Mgr)

416.922.9900
Principal's Telephone Number

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SPECIAL CONDITIONS FOR LOCATION FILMING IN DOWNTOWN LOS ANGELES
(Standard Filming Requirements continue to apply where not superseded below)

1. DEFINITION OF TERMS

a. Downtown Los Angeles, for the purposes of these conditions, shall be defined as the area North to South from the 101 Freeway to the 10 Freeway; East to West from the Los Angeles River to the 110 Freeway.

b. The Downtown Los Angeles Neighborhood Council boundaries (**DLANC boundaries**), for the purpose of these conditions, shall be defined as bordered on the North and East at the 101 Freeway from the 110 Freeway east to Los Angeles Street, south to 4th Street, east to Alameda Street, south to 7th Street, east to the Los Angeles River; on the South by the 10 Freeway from the 110 Freeway to the Los Angeles River; on the West by 110 Freeway from the 10 Freeway to the 101 Freeway. (This area is the same area as defined above as Downtown Los Angeles, but excludes the Little Tokyo and Arts District neighborhoods.)

c. Residential buildings shall be defined as any building with legal residential occupants (mixed-use, adaptive reuse, artist-in-residence (A.I.R.), SROs, residential hotels, condominiums and apartment buildings). DLANC will maintain an accurate and contemporary listing of all residential buildings showing a 100-foot radius from each building so as to identify any areas both inside and outside of that radius.

d. The Broadway Entertainment District (aka Broadway Theatre District), for the purposes of these Conditions, shall be defined north to south as Broadway from 3rd Street to Olympic Boulevard, and east to west from Frank Court to Lindley Place (aka St. Vincent Alley Court), or the equivalent mid-block point to either of these alleys where the alley is not present, including any theater loading facilities, defined as any public or private surface parking lot, parking garage, public street or curb area adjacent to, or utilized by, a theater. If, in the future, the City adopts an ordinance with regulations governing filming in this area, such regulations shall supersede these Filming Conditions.

e. The Old Bank District residential overlay, for the purposes of these Conditions, shall be defined as the area bound by South Spring St., West 5th St., West 4th St., and Werdin Pl.

2. FILMING STANDARD HOURS AND DAYS

a. Filming activity, or any production-related activity including but not limited to activities such as base camps, catering, generators, etc., within the **DLANC boundaries** is restricted to the hours of 6:00 a.m. to 11:00 p.m. within a 100-foot radius of any residential building. Filming activity in the **Broadway Entertainment District** is restricted to the hours of 6:00 a.m. to Midnight within a 50-foot radius of any residential building. **Old Bank District** is restricted to the hours of 7:00 a.m. to 10:00 p.m. within a 100-foot radius of any residential building**.** No extension of the standard filming hours for

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filming or any disruptive production-related activity shall be allowed until a signature survey has been properly submitted. Proof of signature surveys shall be made available to DLANC upon request.

b. No film permits may be issued along Main and Spring Streets from 2nd to 9th Streets, or on any block of 2nd through 9th Streets between Los Angeles and Spring during the Downtown Art Walk, currently held on the second Thursday of each month. Filming inside of private buildings or entirely on private property during this time is permitted so long as there are no external impacts.

c. No filming may be conducted in close proximity to major public events anywhere in Downtown Los Angeles as permitted by the LAPD, or identified with 30 days notice to the City's Designated Film Permit Contractor by DLANC. Film permits may be considered in light of major public events on a case-by-case basis so long as their issuance will not cause further disruption to Downtown businesses and residents during such events.

3. RESIDENTIAL AND MERCHANT PROTECTIONS IN THE DLANC BOUNDARIES

a. A film permit may include no more than 300 feet of curb lane per city block for the parking of film production vehicles, crew or equipment. Requests for additional amounts of curb lane shall require a signature survey. The **Broadway Entertainment District** is exempt from this restriction.

b. Production personnel (and equipment utilized by the production company) shall not block the sidewalk area in front of an open commercial business or a residential building, including residential patios, windows, doorways, or entryways, unless the production company has secured the permission of the merchant and/or property owner. Where the commercial business is one that is primarily open in the evening and nighttime hours, the production company, their cast and crew may not block the access to and signage of such establishment (as seen from the street), without permission of the merchant and/or property owner during the hours of operation of the business.

c. Customers, employees, residents, and guests of affected properties shall be allowed free ingress/egress to all buildings, merchants, and parking facilities. Arrangements shall be made to ensure access to deliveries, trash pickup, residential move-in/move-out, and vendor access to the properties/merchants during productions.

d. All commercial businesses must prominently post hours of operation and contact phone numbers, and residential buildings must have a designated contact person authorized to give permission. Special events held by commercial businesses, outside of normal business hours, must also be posted in advance, and production companies must provide full access and visibility during such events.

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4. NOISE, FUMES, AND LIGHTING WITHIN THE DLANC BOUNDARIES

a. Generators, portable toilets or toilet vehicles, and outdoor food preparation using charcoal or gas grills must be a minimum of 50 feet (horizontally) from any residential window or entrance. If it is physically impossible for a generator to be a minimum of 50 feet from residential windows or entrances, the generator shall be placed as far away as possible and vented away from residential windows and entrances. However, under no circumstances shall a generator be placed directly underneath a residential window.

b. Film productions must focus lighting on the filming area only and make every effort to shield the lighting from adjacent properties, pedestrians, and patrons of commercial businesses at all times. Exceptional lighting (e.g., Musco and Bebee lighting) outside of regular filming hours shall not be allowed without a signature survey of the affected merchants and/or property owners. **Signature survey shall be required for Exceptional lighting within the Old Bank District between the hours of 6:00 p.m. and 6:00 a.m.** Under no circumstances shall lighting be directed onto oncoming traffic.

c. Film production companies are required to completely remove all trash, food, and cardboard boxes, etc. from the general vicinity at the end of each filming day. Film production companies will be held responsible for the actions of catering companies they employ to provide food for the cast and crew.

5. SPECIAL REQUESTS AND EXCEPTIONS REVIEW AND NOTIFICATION WITHIN THE DLANC BOUNDARIES

a. Helicopters shall not be granted permits for landing at non-certified helipads before and after approved filming hours. All aerial filming productions must provide upon request a copy of an approved FAA Form 7711-2, or other official waiver, along with a copy of the briefing on the flight operations for all participating persons or property.

b. No film permit shall be construed as a waiver of 14 CFR § 91.119, 14 CFR § 91.515(a) or 14 CFR § 91.303(e), dictating federal flight altitude regulations, for purposes of non-participating persons or property (see attachment).

c. Notification beyond the standard 500-foot radius will be made to affected residents and merchants for high impact activity that is likely to cause interference with adjacent properties of people such as car chases, simulated gun fire, explosions, screams for help and other loud noises, helicopter activity, road closures or other such exceptional activities that might cause a police response to the filming location. High impact filming activity must be preceded by notifications at least two days in advance. The City's Designated Film Permit Contractor or the production company shall consult a designated DLANC representative when an applicant requests a permit for high impact filming activity with less than two days notice.

d. Due to the location of building air intake systems on Lower Grand Avenue, no special effects, including smoke, steam or fog, may occur in that area without first obtaining

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clearance from the appropriate building contacts and maintenance engineers. Contact must be made at least 48 hours prior to the proposed effect(s).

6. FILMING-RELATED CONGESTION WITHIN THE DLANC BOUNDARIES

a. The City's Designated Film Permit Contractor will ensure that the impact from filming at recurrently used locations is minimized to the affected residents and businesses.

b. In rush hour restricted lanes, as designated by LADOT, no Intermittent Traffic Control (ITC) shall be permitted during Rush Hours (7:00 a.m. – 9:00 a.m. and 4:00 p.m. – 7:00 p.m., Monday through Friday). No simultaneous closures or ITC of both the Second and Third Street Tunnels will be permitted.

c. Production companies shall request the posting of "no parking" signs, lane or street closures with LADOT for the day(s) that they are "on site" only. When closures are not necessary for the day(s) requested, production companies shall report the changes to the City's Designated Film Permit Contractor, who shall notify LADOT, who must revise and/or remove parking signs, as necessary.

d. Production companies must provide adequate detour and directional signage when street closures are in place, conforming to current LADOT standards and practices. Detour routes must accommodate large, semi and tractor trailer trucks and public transit vehicles.

7. ENFORCEMENT OF CONDITIONS

a. In accordance with the terms of their work permit issued from LAPD, off-duty or retired police officers must, upon reporting to a work site, review and ensure compliance with conditions outlined on the filming permit. Officers shall ensure compliance with arrival and departure time, and shall not allow any activity or conduct that is in violation of local or state law, nor allow any filming condition that is not authorized by the permit. Variations from the requirements of the permit are not allowed unless approved by an authorized representative of the City's Designated Film Permit Contractor.

NO PERMIT

ATTACHMENT

(Note: The following are the most current federal flight altitude regulations as of November 2007. The regulations could change at any time.)

§ 91.119 Minimum safe altitudes: General.

Except when necessary for takeoff or landing, no person may operate an aircraft below the following altitudes:
(a) Anywhere. An altitude allowing, if a power unit fails, an emergency landing without undue hazard to persons or property on the surface.
(b) Over congested areas. Over any congested area of a city, town, or settlement, or over any open air assembly of persons, an altitude of 1,000 feet above the highest obstacle within a horizontal radius of 2,000 feet of the aircraft.
(c) Over other than congested areas. An altitude of 500 feet above the surface, except over open water or sparsely populated areas. In those cases, the aircraft may not be operated closer than 500 feet to any person, vessel, vehicle, or structure.
(d) Helicopters. Helicopters may be operated at less than the minimums prescribed in paragraph (b) or (c) of this section if the operation is conducted without hazard to persons or property on the surface. In addition, each person operating a helicopter shall comply with any routes or altitudes specifically prescribed for helicopters by the Administrator.

§ 91.515 Flight altitude rules.

(a) Notwithstanding §91.119, and except as provided in paragraph (b) of this section, no person may operate an airplane under VFR at less than—
(1) One thousand feet above the surface, or 1,000 feet from any mountain, hill, or other obstruction to flight, for day operations; and
(2) The altitudes prescribed in §91.177, for night operations.

§ 91.303 Aerobatic flight.

No person may operate an aircraft in aerobatic flight—
(a) Over any congested area of a city, town, or settlement;
(b) Over an open air assembly of persons;
(c) Within the lateral boundaries of the surface areas of Class B, Class C, Class D, or Class E airspace designated for an airport;
(d) Within 4 nautical miles of the center line of any Federal airway;
(e) Below an altitude of 1,500 feet above the surface; or
(f) When flight visibility is less than 3 statute miles.

For the purposes of this section, aerobatic flight means an intentional maneuver involving an abrupt change in an aircraft's attitude, an abnormal attitude, or abnormal acceleration, not necessary for normal flight.

[Doc. No. 18834, 54 FR 34308, Aug. 18, 1989, as amended by Amdt. 91– 227, 56 FR 65661, Dec. 17, 1991]

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